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12 UNITED STATES BANKRUPTCY COURT

13 NORTHERN DISTRICT OF CALIFORNIA

14 SAN FRANCISCO DIVISION

15 IN RE:

16 PG&E Corporation

17 -and-

18 Pacific Gas and Electric Company,
19 Debtors.

20 Affects PG&E Corporation

21 Affects Pacific Gas and Electric
Company

22 Affects both Debtors

23 *All papers shall be filed in the Lead Case,
24 No. 19-30088

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5 *Attorneys for Consolidated Edison
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Source LLC*

Case No. 19-30088
Chapter 11
(Lead Case)
(Jointly Administered)

**JOINDER OF SOUTHERN POWER
COMPANY, PSEG, PSEG SOLAR
SOURCE LLC AND CONSOLIDATED
EDISON DEVELOPMENT, INC. TO
LIMITED CURE OBJECTION OF
CALPINE AND ITS SUBSIDIARIES TO
THE DEBTORS' PROPOSED
ASSUMPTION OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES
UNDER THE DEBTORS' AND
SHAREHOLDERS' JOINT CHAPTER 11
PLAN OF REORGANIZATION DATED
MARCH 16, 2020**

Date: May 27, 2020
Time: 10:00 a.m. (Pacific)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

[Ref. Docket Nos. 6032, 7037, & 7214]

1 Southern Power Company, on behalf of itself and certain of its affiliates¹ (collectively,
2 "Southern"), PSEG and PSEG Solar Source LLC, on behalf of themselves and certain of their
3 affiliates² (collectively, "PSEG"), and Consolidated Edison Development, Inc., on behalf of itself
4 and certain of its affiliates³ (collectively, "ConEd"; and, together with Southern and PSEG, the
5 "Objectors"), by and through respective undersigned counsel, hereby file this *Joinder* (the
6 "*Joinder*") to the *Limited Cure Objection of Calpine and Its Subsidiaries to the Debtors' Proposed*
7 *Assumption of Executory Contracts and Unexpired Leases under the Debtors' and Shareholders'*
8 *Joint Chapter 11 Plan of Reorganization Dated March 16, 2020* [Dkt. No. 7214] (the "Calpine
9 Objection")⁴ and respectfully represent the following:

10 **BACKGROUND**

11 1. The Objectors (separately) and the Debtors are party to a number of agreements
12 related to energy generation and procurement, including, without limitation, generator
13 interconnection agreements ("IAs") and power purchase agreements ("PPAs"). The IAs and
14 PPAs, as each may have been supplemented, modified, amended, or restated, are sometimes
15 collectively referred to hereinafter as the "Energy Agreements."

16 2. The Plan provides that the Debtors intend to assume, among other things, all
17 Energy Agreements. *See* Plan at § 8.1(b).

18 3. However, the Debtors' *Schedule of Executory Contracts and Unexpired Leases to*
19 *be Assumed Pursuant to the Plan and Proposed Cure Amounts* [Dkt. No. 7037] (the "Cure
20 Notice"), does not include all of the Objectors' Energy Agreements and does not provide for the
21 full satisfaction of all amounts due and owing (both pre- and post-petition) as cure payments
22 under the Objectors' Energy Agreements.

23
24

¹ Including: Morelos Solar, LLC; Blackwell Solar, LLC; Lost Hills Solar, LLC, North Star Solar, LLC; Parrey, LLC; Adobe Solar, LLC; and RE Tranquillity LLC.

25 ² Including: Ignite Solar Holdings 1, LLC and Columbia Solar Energy.

26 ³ Including: Alpaugh 50, LLC, Alpaugh North, LLC, CED Corcoran Solar, LLC, CED Corcoran Solar 3, LLC, CED
27 White River Solar, LLC, CED White River Solar 2, LLC, Coram California Development, LP, CED Avenal Solar,
28 LLC, CED Oro Loma Solar, LLC, CED Lost Hills Solar, LLC, Mesquite Solar 1, LLC, Copper Mountain Solar 1,
29 LLC, Copper Mountain Solar 2, LLC and Great Valley Solar 4, LLC.

30 ⁴ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Calpine
31 Objection.

1 4. Given these discrepancies, the Objectors – along with a number of other Energy
2 Agreement counterparties – engaged with the Debtors and ultimately reached a solution to enable
3 the Objectors and other Energy Agreement counterparties to reserve all rights and resolve such
4 discrepancies in an orderly manner following confirmation of the Debtors’ Plan. However, the
5 Debtors have not yet filed the notice reflecting this resolution; thereby necessitating this joinder
6 and reservation of rights.

JOINDER

8 5. Accordingly, the Objectors hereby join the Calpine Objection to reserve and
9 preserve the Objectors' rights with respect to the Energy Agreements, Plan, Cure Amounts, and
10 cure process generally. Like Calpine, the Objectors support the Debtors' efforts to assume all
11 Energy Agreements – but the Objectors agree that the Plan, Cure Notice, and the terms of the
12 Debtors' proposed assumption must be modified to comply with the Bankruptcy Code.

RESERVATION OF RIGHTS

14 6. The Objectors further join and incorporate by reference, as if fully stated herein,
15 the reservation of rights included in the Calpine Objection.

CONCLUSION

WHEREFORE, the Objectors respectfully request entry of an order granting: (i) this Joinder; and (ii) such other and further relief as is just and proper.

20 || Dated: May 15, 2020

[Signatures on following page]

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